

LIGAND PHARMACEUTICALS INC
Form 425
November 06, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 2, 2009

LIGAND PHARMACEUTICALS INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of Incorporation)

001-33093
(Commission File Number)

10275 Science Center Drive, San Diego, California, 92121-1117

77-0160744
(I.R.S. Employer

Identification No.)

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(Address of principal executive offices) (Zip Code)

(858) 550-7500

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement

As previously announced, on August 23, 2009, Ligand Pharmaceuticals Incorporated (Ligand) entered into an Agreement and Plan of Merger (the Merger Agreement), with Neurogen Corporation, a Delaware corporation (Neurogen) and Neon Signal, LLC, a direct wholly-owned subsidiary of Ligand (Merger Sub). Under the Merger Agreement, Ligand would acquire Neurogen pursuant to a reverse triangular merger, whereby Merger Sub would merge with and into Neurogen, with Neurogen as the surviving corporation (the Merger).

As previously announced, the Merger Agreement was amended on September 18, 2009 by an Amendment to Agreement and Plan of Merger to clarify the definition of the defined term Target Net Cash Amount.

On November 2, 2009, Ligand, Neurogen and Merger Sub entered into Amendment No. 2 to Agreement and Plan of Merger, amending the Merger Agreement by changing the defined term Outside Date to mean December 24, 2009.

Additional Information and Where to Find It

The SEC has declared effective Ligand's Registration Statement on Form S-4, which includes a proxy statement of Neurogen and other materials relevant to the proposed merger and related transactions. The Registration Statement and related Neurogen proxy statement, and any other documents filed by Ligand or Neurogen with the SEC, may be obtained free of charge at the SEC's web site at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents filed with the SEC by Ligand by going to Ligand's Investor Relations website page at www.ligand.com.

Item 9.01 Financial Statements and Exhibits

The following exhibits are attached to this Current Report on Form 8-K:

(d) Exhibits.

Exhibit

No.	Description
10.1	Amendment to Agreement and Plan of Merger, by and among Ligand Pharmaceuticals Incorporated, Neurogen Corporation, and Neon Signal, LLC, dated September 18, 2009
10.2	Amendment No. 2 to Agreement and Plan of Merger, by and among Ligand Pharmaceuticals Incorporated, Neurogen Corporation, and Neon Signal, LLC, dated November 2, 2009

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 6, 2009

LIGAND PHARMACEUTICALS INCORPORATED

By:	/s/ CHARLES S. BERKMAN
Name:	Charles S. Berkman
Title:	Vice President, General Counsel and Secretary

EXHIBIT INDEX

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